

Exhibit 5

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In Re: MOTORS LIQUIDATION COMPANY
Case No: 09-50026 (Jointly Administered)

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

CLAIM NUMBER 46880 (Amends 1649) HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bank. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee:

The Seaport Group LLC

Name and address where notices to transferee
should be sent:

The Seaport Group, LLC
360 Madison Avenue, 22nd Floor
New York, NY 10017
Attention: General Counsel

Phone: 212-616-7700

Last Four Digits of Acct #: N/A

Name of Transferor:

Dale Earnhardt, Inc.

Court Claim # (if known): **46880 (Amends 1649)**
Amended Proof of Claim Amt: **\$3,031,180.00**
Original Proof of Claim Amt: **\$3,252,706.80**
Date Claim Filed: **09/29/09**
Date Claim Amended: **07/14/10**

Name and Address of Transferor:

Dale Earnhardt, Inc.
1675 Dale Earnhardt Highway #3
Mooresville, NC 28115

Phone: 704-662-8000

Last Four Digits of Acct. #: N/A

Name and Address where transferee payments
Should be sent (if different from above):

Phone: N/A

Last Four Digits of Acct. #: N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 

Jonathan Silverman
General Counsel

7/20/10

Date: 7/20/10

Transferee / Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18U.S.C. .152 & 3571

--DEADLINE TO OBJECT TO TRANSFER--

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Dale Earnhardt, Inc. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to The Seaport Group LLC ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of \$3,031,180.00 (the "Assigned Claim"), against Motors Liquidation Company (f/k/a General Motors Corporation) ("Debtor"), the debtor-in-possession in Case No. 09-50026 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on July 16, 2010.

By: [Signature] Dale Earnhardt, Inc.
Name of person signing Jeffrey Steiner
Title of person signing EVP & GM

THE SEAPORT GROUP LLC

By: [Signature]
Jonathan Silverman
General Counsel

7/20/10

COPY



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
<p>Name of Debtor (Check Only One): Case No.</p> <p><input checked="" type="checkbox"/> Motors Liquidation Company (f/k/a General Motors Corporation) 09-50026 (REG)</p> <p><input type="checkbox"/> MLCS, LLC (f/k/a Saturn, LLC) 09-50027 (REG)</p> <p><input type="checkbox"/> MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) 09-50028 (REG)</p> <p><input type="checkbox"/> MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.) 09-13558 (REG)</p> <p><small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.</small></p>		<p><u>Your Claim is Scheduled As Follows:</u></p> <div style="text-align: center; margin: 20px;"> </div> <p><small>If an amount is identified above, you have a claim scheduled by one of the Debtors as shown (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form. EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.</small></p>
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property): Dale Earnhardt, Inc.</p>	<p><input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</p>	
<p>Name and address where notices should be sent:</p> <p>Dale Earnhardt, Inc. Jeff Steiner, EVP & GM 1675 Dale Earnhardt Highway Mooreville, NC 28115-8330</p>	<p>Court Claim Number: 1649 (If known)</p> <p>Filed on: 09/29/2009</p>	
<p>Telephone number: 704-662-8000</p> <p>Email Address:</p>	<p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</p> <p><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</p>	
<p>Name and address where payment should be sent (if different from above):</p> <p>N/A</p> <p>Telephone number:</p>		<p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Value of goods received by the Debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 507(b)(9) & 507(a)(2).</p> <p><input checked="" type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a)(2).</p> <p style="text-align: center;">Amount entitled to priority:</p> <p style="text-align: center;">\$ 833,333.33</p> <p><small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small></p>
<p>1. Amount of Claim as of Date Case Filed, June 1, 2009: \$ 3,031,180.00</p> <p><small>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5.</small></p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>		
<p>2. Basis for Claim: Motorsports Team Agreement, dated Oct. 26, 2007, by and between General (See instruction #2 on reverse side.) Motors Corp. & Dale Earnhardt, Inc. as amended. Copy available</p>		
<p>3. Last four digits of any number by which creditor identifies debtor: N/A upon request.</p> <p>3a. Debtor may have scheduled account as: N/A (See instruction #3a on reverse side.)</p>		
<p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other</p> <p>Describe:</p> <p>Value of Property: \$ _____ Annual Interest Rate: % _____</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____</p> <p>Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>		
<p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)</p> <p>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</p> <p>If the documents are not available, please explain in an attachment.</p>		
<p>Date: 7/12/10</p>	<p>Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</p> <p style="text-align: center;"></p>	
		<p>FOR COURT USE ONLY</p>